

Item 1 – Cover Page



6424 E. Greenway Parkway, Ste. 100

Scottsdale, AZ 85254

www.highstreetportfolios.com

May 12, 2015

This Brochure provides information about the qualifications and business practices of High Street Portfolios. If you have any questions about the contents of this Brochure, please contact us via email at info@highstreetportfolios.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

High Street Portfolios (“HSP”) is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information that you may use to determine whether to hire or retain them.

Additional information about HSP is also available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for HSP is #. The SEC’s web site also provides information about any persons affiliated with HSP who are registered, or are required to be registered, as Investment Adviser Representatives of HSP.

Item 2 – Material Changes

This is a new adviser.

This Brochure, dated May 2015, is a new document that describes the Adviser's business.

In the future, this section of the Brochure will discuss only the specific material changes that were made to the Brochure and will provide you with a summary of all material changes that have occurred since the last filing of this Brochure with the SEC. This section will also identify the date of our last annual Brochure update.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year which is December 31st. We will provide other ongoing disclosure information about material changes as they occur. We will also provide you with information on how to obtain the complete Brochure.

Item 3 – Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes.....	3
Item 3 – Table of Contents	4
Item 4 – Introduction and Services	6
Our Advisory Business.....	6
Services	6
Portfolio Profile	6
Item 5 – Fees and Compensation	8
Asset Management Fee Schedule	8
Third Party Fees.....	9
Other Compensation.....	9
Item 6 – Performance Based Fee and Side by Side Management	9
Item 7 – Types of Client(s)	9
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	10
Methods of Analysis.....	10
Investment Strategies	10
Risk of Loss	10
Item 9 – Disciplinary Information	11
Item 10 – Other Financial Industry Activities and Affiliations	12
Other Financial Industry Affiliations	12
Item 11 – Code of Ethics, Participation or Interest in Client Accounts and Personal Trading.....	12
General Information.....	12
Participation or Interest in Client Accounts	12
Personal Trading	13
Privacy Statement	13
Conflicts of Interest.....	13
Item 12 – Brokerage Practices	14
Factors Used to Select Custodians	14
Soft Dollars	14
Best Execution.....	15
Brokerage for Client Referrals.....	15
Directed Brokerage	15
Trading	15

Item 13 – Review of Accounts.....	16
Reviews	16
Reports.....	16
Item 14 – Client Referrals and Other Compensation	16
Item 15 – Custody	16
Item 16 – Investment Discretion.....	16
Item 17 – Voting Client Securities	17
Item 18 – Financial Information	17

Item 4 – Introduction and Services

Our Advisory Business

HSP is a Registered Investment Adviser (“Adviser”) which offers online investment advisory services to our clients. We are registered through and regulated by the United States Securities and Exchange Commission (“SEC”).

HSP was founded in 2015 by Jaime McMillan who serves as Chief Compliance Officer and Managing Member. We provide web-based portfolio management services to individuals, high net worth individuals, trusts and pension and profit-sharing plans. Our minimum account opening balance is \$5,000 and is not negotiable.

Services

Portfolio management is the professional management of securities (stocks, bonds and other securities)) in order to meet specified investment goals. The idea behind HSP was not to design individualized portfolios for our clients. Instead, we were founded in order to provide those interested in the medical cannabis therapeutic industry along with companies involved in the processing and servicing of cannabis access to investments. We employ a model portfolio designed by HSP to focus on investing in companies that are on the forefront of research and the expansion of cannabis therapeutics along with companies involved in the servicing of the cannabis industry.

Portfolio Profile

- High conviction portfolio with concentrated positions, typically 12 – 20 holdings that are involved in the cannabis “marijuana” industry
- Seeks companies displaying growth characteristics such as growing earnings, disruptive technology, niche business segment and high barriers to entry
- Listed stocks on U.S. exchanges, over the counter stocks OTC and foreign stocks that are ADR’s.
- Emphasis on liquidity including the exclusion of stocks priced below \$1 per share
- Equity selection criteria may constrain the number of companies to invest in and portfolios may have moderate to large cash holdings at times.
- Purchases of stocks for client portfolios are made for long term holding; securities held longer than a year
- We seek to limit short term trades; securities held less than a year

The purpose of *High Street Portfolios* is to create an automated investment service focused on investing in publicly traded companies involved in the cannabis “marijuana” industry. Our investment management is based on the belief there is both a human and financial value to the cannabis industry. The former being medicinal applications to treat pain and sickness as well as legal adult use and the latter providing an opportunity for individual investors to have equity ownership in publicly traded cannabis related companies.

In the private and public market there are a considerable number of companies in the cannabis “echo” system. Companies involved in research, therapeutics, technology, consulting, e-commerce, nutraceutical, tourism, equipment, products, patents, and both retail/medical distribution. In the publicly traded marketplace similar

companies trade on the listed exchanges NYSE, NASDAQ, and OTC markets. Although the supply of publicly traded stocks that meet our criteria for investing are fewer than private companies, we believe more companies will go public in the coming years providing more stocks to select for the portfolio.

As a new client of HSP, you will input information into our integrated website with our custodian Folio Institutional factors such as your age, financial circumstances, including investment goals and objectives. This information is entered via an interactive platform that includes steps to open an account, complete a risk tolerance questionnaire, to view our model portfolio, our advisory and brokerage fees also how to fund your account.

This information we collect on you will be used to set up your account and determine suitability of our investment advisory portfolio. You must be suitable for our service including both your time horizon and risk tolerance. The portfolio is non-diversified therefore clients should also have a diversified portfolio before investing in our service. Our automated risk questionnaire will assist us if you meet this criteria however we have now way of assuring completely you have a diversified portfolio outside of our service. As a client of HSP, you are obligated to enter any new information into the web-based application promptly when any aspect of your personal circumstances or financial needs change.

As stated earlier, you are investing in a model portfolio designed by the adviser and not a portfolio of securities to meet specified goals of any one individual. Due to this fact and the nature of online wealth management services, you shall not have the ability to impose restrictions on the management of your account.

As part of our portfolio management services, through the online wealth management software utilized by HSP we will:

- Monitor and track assets under management
- Provide interactive online performance of accounts including comparative benchmarks
- Monitor our portfolio for style drift and benchmark performance, and provide portfolio rebalancing as necessary
- Tax loss harvesting of taxable accounts using an automated system

Through our software, we manage assets on a discretionary basis, which means you have given us the authority to determine the following without your consent:

- Securities to be bought or sold for your account
- Amount of securities to be bought or sold for your account
- Broker-dealer to be used for a purchase or sale of securities for your account
- Commission rates to be paid to a broker or dealer for your securities transactions.

Under certain conditions, securities from outside accounts may be transferred into your advisory account; however, we will recommend that you sell any security if we believe that it does not meet our current investment strategy. You are responsible for any taxable events in these instances. Certain assumptions

may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is not indicative of future results.

Trading may be required to meet the goals of the portfolio, especially after substantial cash deposits that require investment allocation, and/or after a request for a withdrawal that requires liquidation of a position. You will be responsible for any and all tax consequences resulting from any trading in the account. We are not tax professionals and do not give tax advice.

We do not participate in wrap fee programs.

As of May 2015, we do not have any asset under management nor do we have accounts for which we provide asset management services. We are a new adviser in 2015.

Item 5 – Fees and Compensation

We provide online wealth management services for a fee.

Either party may terminate the relationship with a thirty (30) notice, submitted electronically via the online web custodial system. Upon termination of any account, any prepaid fees that are in excess of the services performed will be promptly refunded to you. Any fees that are due, but have not been paid, will be billed to you and are due immediately.

Asset Management Fee Schedule

Our minimum account opening balance is \$5,000 which is non-negotiable. The fee charged is based upon the amount of money you invest. Multiple accounts of the same tax identification number, at the same mailing address, may be considered one consolidated account for billing purposes. Fees are charged quarterly, in advance. Payments are due and will be assessed on the last day of each quarter, based on the ending balance of the account under management for the preceding quarter and will be calculated as follows:

Total Acct Size	Annual Advisory Fee
\$5,000 - \$99,999	0.95%
\$100,000 - \$499,999	0.85%
\$500,000 - \$999,999	0.80%
\$1,000,000 - \$2,999,999	0.75%
\$3,000,000 - \$4,999,999	0.70%
\$5,000,000- \$7,499,999	0.65%

Pricing is at the account level; those with same social security numbers.

The fees shown above are annual fees. No increase in the annual fee shall be effective without prior written notification to you. We believe our advisory fee is reasonable considering the fees charged by other investment advisers offering similar services/programs.

Our fees will not be based upon a share of capital gains or capital appreciation of the funds or any portion of your funds.

The fees we charge can be deducted directly from your account at the custodian Folio Institutional. We will instruct the custodian to deduct the fees from your account at the beginning of the quarter. This fee will show up as a deduction on your next account statement from the custodian.

Third Party Fees

Our fees do not include brokerage commissions, transaction fees, and other related costs and expenses. You may incur certain charges imposed by custodians and other third parties. These include fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. We do not receive any compensation from these fees. All of these fees are in addition to the management fee you pay us. You should review all fees charged to fully understand the total amount of fees you will pay. Services similar to those offered by us may be available elsewhere for more or less than the amounts we charge. Our brokerage practices are discussed in more detail under Item 12 – Brokerage Practices.

Other Compensation

Our Advisors do not receive compensation from the sale of securities or insurance products. All income is derived from the fees generated by our portfolio management services.

Item 6 – Performance Based Fee and Side by Side Management

We do not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 – Types of Client(s)

We provide portfolio management services to individuals, high net worth individuals, trusts and pension and profit-sharing plans.

Our minimum account opening balance is \$5,000 which is non-negotiable.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

We use fundamental analysis as part of our overall investment management discipline. Fundamental analysis is a technique that attempts to determine a security's value by focusing on the underlying factors that affect a company's actual business and its future prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

The end goal of performing fundamental analysis is to produce a value that we can compare with the security's current price, with the aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell). However, our philosophy is one of business ownership not trading.

Investment Strategies

In order to perform this analysis, we use many resources, such as:

- Financial newspapers and magazines (e.g. Wall Street Journal, Forbes, etc.)
- Annual reports, prospectuses, filings
- Company press releases and websites
- Industry white pages
- Institutional investors
- Hedge Fund investors
- Objective Research and Sell Side Analysts

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

- Long term purchases - securities held at least a year
- Short term purchases - securities sold within a year

Risk of Loss

We cannot guarantee our analysis method will yield a return. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that you should be prepared to bear. You need to understand that investment decisions made for your account by us are subject to various market, currency, economic, political and business risks. The investment decisions we make for you will not always be profitable nor can we guarantee any level of performance.

A list of all risks associated with the strategies, products and methodology we offer are listed below:

Sector Risk

Sector risk is the possibility that securities within the same group of industries will decline in price due to sector-specific market or economic developments. Because our portfolio invests more heavily in a particular sector, the value of its shares may be sensitive to factors and economic risks that specifically

affect that sector. As a result, the portfolio's value may fluctuate more widely than the value of shares of a mutual fund that invests in a broader range of industries. Additionally, some sectors could be subject to greater government regulation than other sectors, which may impact the share price of companies in these sectors. The sectors in which any portfolio may invest in more heavily will vary.

Legislative Risk

Legislative risk is the risk that legislation by the government could significantly alter the business prospects of one or more companies or financial products, adversely affecting investment holding in that company. This may occur as a direct result of government action or by altering the demand patterns of the company's customers.

Fundamental Analysis Risk

Fundamental analysis, when used in isolation, has a number of risks:

- There are an infinite number of factors that can affect the earnings of a company, and its stock price, over time. These can include economic, political and social factors, in addition to the various company statistics.
- The data used may be out of date.
- It is difficult to give appropriate weightings to the factors.
- It assumes that the analyst is competent.
- It ignores the influence of random events such as oil spills, product defects being exposed, and acts of God and so on.

Overall Risks

Clients need to remember that past performance is no guarantee of future results. All securities carry some level of risk. You may lose some or all of the money you invest, including your principal, because the securities held as part of a portfolio will go up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change.

Item 9 – Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We do not have any information to disclose concerning HSP or any of our investment advisors. We adhere to high ethical standards for all advisors and associates.

Item 10 – Other Financial Industry Activities and Affiliations

Neither HSP nor any of its management persons are registered as a broker-dealer or registered as a representative of a broker-dealer, nor does it have any pending application to register. In addition, neither HSP nor its management persons are affiliated with any broker-dealer.

Other Financial Industry Affiliations

The investment adviser representatives of HSP have the following outside business activities and/or affiliations to disclose: none

Some of our advisors are registered representatives of McMillan Capital Management Group (“MCM”). MCM is an investment adviser registered to conduct business within the states of Colorado and California. The services provided by MCM are separate and apart from those provided by HSP.

Item 11 – Code of Ethics, Participation or Interest in Client Accounts and Personal Trading

General Information

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct, and fiduciary duty to you, our client. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended.

Participation or Interest in Client Accounts

Our Compliance policies and procedures prohibit anyone associated with HSP from having an interest in a client account or participating in the profits of a client’s account without the approval of the CCO.

The following acts are prohibited:

- Employing any device, scheme or artifice to defraud
- Making any untrue statement of a material fact
- Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading
- Engaging in any fraudulent or deceitful act, practice or course of business
- Engaging in any manipulative practices

Clients and prospective clients may request a copy of the firm's Code of Ethics by contacting the CCO.

Personal Trading

Our web-based software may recommend securities to you that we will purchase for our own accounts. We may trade securities in our account that our software has recommended to you as long as we place our orders after your orders. This policy is meant to prevent us from benefiting as a result of transactions placed on behalf of advisory accounts.

Certain affiliated accounts may trade in the same securities with your accounts on an aggregated basis when consistent with our obligation of best execution. When trades are aggregated, all parties will share the costs in proportion to their investment. We will retain records of the trade Order (specifying each participating account) and its allocation. Completed Orders will be allocated as specified in the initial trade order. Partially filled Orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

HSP has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of "Access Persons". The policy requires that an Access Person of the firm provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Adviser selects; provided, however that at any time that the Adviser has only one Access Person, he or she shall not be required to submit any securities report described above.

We have established the following restrictions in order to ensure our fiduciary responsibilities regarding insider trading are met:

- No securities for our personal portfolio(s) shall be bought or sold where this decision is substantially derived, in whole or in part, from the role of Investment Advisory Representative(s) of HSP, unless the information is also available to the investing public on reasonable inquiry. In no case, shall we put our own interests ahead of yours.

Privacy Statement

We are committed to safeguarding your confidential information and hold all personal information provided to us in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

Conflicts of Interest

HSP's advisors may employ the same strategy for their personal investment accounts as it does for its clients through its web-based software. However, advisors may not place their orders in a way to gain any additional benefit to that of a client from the purchase or sale of a security.

HSP's software technology is provided in by Folio Institutional. The software allows for model management, trading, billing, tax harvesting and servicing of your accounts. We are provided this service by Folio Institutional at no additional cost. This may or may not represent a conflict between you and us.

HSP receives no compensation for using any custodian including the selection of Folio Institutional for their services

We act in a fiduciary capacity. If a conflict of interest arises between us and you, we shall make every effort to resolve the conflict in your favor. Conflicts of interest may also arise in the allocation of investment opportunities among the accounts that we advise. We will seek to allocate investment opportunities according to what we believe is appropriate for each account. We strive to do what is equitable and in the best interests of all the accounts we advise.

Item 12 – Brokerage Practices

Factors Used to Select Custodians

We recommend Folio Institutional for clients based on its online wealth management technology, relatively low transaction fees, access to desired securities, trading platforms, and support services.

Due to the nature of the services provided by the Adviser, the technology used for providing a platform for online wealth management is the main consideration for the Adviser when choosing a custodian. Therefore, price for services is a secondary consideration.

Soft Dollars

Our custodian may provide us with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act"). These research products and/or services will assist the Advisor in its investment decision making process. Such research generally will be used to service all of the Advisor's clients, but brokerage commissions paid by the client may be used to pay for research that is not used in managing the client's account. The account may pay to a broker-dealer a commission greater than another qualified broker-dealer might charge to effect the same transaction where the Advisor determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received.

Because soft dollar benefits could be considered to provide a benefit to the adviser that might cause the client to pay more than the lowest available commission without receiving the most benefit, they are considered a conflict of interest in recommending or directing custodial and third party managerial services. HSP mitigates these conflicts of interest through strong oversight of soft-dollar arrangements by the Chief Compliance Officer, in order to assure the soft dollar benefits serve the best interests of the client.

There may other benefits from recommending Folio Institutional or other third party managers such as software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Other services may include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables

and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom HSP may contract directly. HSP may receive seminar expense reimbursements from product sponsors which may be based on the sales of products to their clients.

Soft dollar benefits may be proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Best Execution

We have an obligation to seek best execution for you. In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, reputation and responsiveness. Therefore, we will seek competitive commission rates, but we may not obtain the lowest possible commission rates for account transactions.

Brokerage for Client Referrals

In selecting and/or recommending broker-dealers, we do not take into consideration whether or not we will receive client referrals from the broker-dealer or third party.

Directed Brokerage

We do not permit directed brokerage. We will require you to use the custodian of our choosing as the custodial firm.

Trading

Transactions for each client account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may (but are not obligated to) combine or "batch/block such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among our clients' differences in prices and commission or other transaction costs. Under this procedure, transactions will be price-averaged and allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day.

Block trading language based on Folio Institutional Robo Platform

B. TRADE AGGREGATION For accounts with FOLIOfn, we use FOLIOfn's window trading system when trading multiple accounts for the same security. The system does not trade the orders immediately. It groups trades together twice a day for execution. Orders placed using the window trading system are collected and internally matched when possible. These trades receive the midpoint between the bid/ask spread in the market. Orders that can't be matched are sent to the market for execution. The system allows us to place orders in dollar amounts rather than shares, and with the ability of buying and selling whole or fractional share

Item 13 – Review of Accounts

Reviews

Reviews will be conducted monthly. Reviews will be conducted by the Chief Compliance Officer. Generally, we will monitor for changes and shifts in the economy, changes to the management and structure of an equity or company in which client assets are invested, and market shifts and corrections.

Reports

You will be provided with account statements electronically reflecting the transactions occurring in your account at least monthly. These statements are only available electronically. You will be provided with confirmations for each securities transaction executed in the account also electronically. You are obligated to notify tech support of any discrepancies in the account(s) or any concerns you have about the account(s).

Item 14 – Client Referrals and Other Compensation

We do not receive any compensation for referring clients to another advisor nor do we pay any compensation to another advisor if they refer clients to us.

Item 15 – Custody

We do not have physical custody of any accounts or assets. However, we may be deemed to have custody of your account(s) if we have the ability to deduct your advisory fees from the custodian. You should receive at least quarterly statements from the broker-dealer or custodian that holds and maintains your investment assets. We urge you to carefully review such statements and compare this official custodial record to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. If you notice any discrepancies, please contact tech support.

We do not debit the client fees directly from your advisory account. We send information to your custodian to debit your fees and to pay them to us. You authorized the custodian to pay us directly at the onset of the relationship.

Item 16 – Investment Discretion

We receive discretionary authority from you at the beginning of an advisory relationship to select the identity and amount of securities to be bought or sold. This information is described in the Advisory Agreement you sign with us

Prior to assuming discretionary authority, clients must execute the Advisory Agreement. Execution of the Advisory Agreement grants us the authority to determine, without obtaining specific client consent, both the amount and the type of securities to be bought and sold to help achieve the client account objectives.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, we do not have any authority to and do not vote proxies on behalf of advisory clients. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. We may provide advice to you regarding your voting of proxies. The custodian will forward you copies of all proxies and shareholder communications relating to your account assets.

Item 18 – Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that would impair our ability to meet any contractual and fiduciary commitments to you, our client. We have not been the subject of any bankruptcy proceedings.

In no event shall we charge advisory fees that are both in excess of twelve hundred dollars and more than six months in advance of advisory services rendered.